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WOODLAND III, LTD.

General Partner
Florida Woodland, Inc.
Dennis G. Lee, President

412 NE 16th Avenue
P.O. Box 1776
Gainesville, FL 32602

Phone (352) 334-1976
Fax (352) 376-6851

May 24, 1999

Department of State
Division of Corporations
PO Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

100002887531--1
-05/26/99-01096-002
*****78.75 *****78.75

VIA CERTIFIED MAIL

Re: Corporate filing for **SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

Dear Sir/Madam:

Please find enclosed the following documents for filing of the above named corporation:

Articles of Incorporation of **SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC.**; and

Registered Agent designation certificate for **SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

Our check number 1719 in the amount of \$78.75 includes \$35.00 for the filing fee, \$35.00 for Registered Agent designation and \$8.75 for a certified copy to be returned to us.

If you have any questions regarding the enclosed, or need any additional information, please let me know as soon as possible. Thank you for your assistance with this matter.

Sincerely,

Linda F. McDavid
Linda F. McDavid
Administrative Assistant

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TALLAHASSEE, FLORIDA

/lm
enclosures

corporations/summit oaks poa filing

4-29684

6/1/99
[Signature]

ARTICLES OF INCORPORATION

OF

SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC.

A Corporation Not for Profit

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation is **SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC.** The corporation's principal office address is 412 N.E. 16th Avenue, Gainesville, Florida, 32601. The mailing address is the same, as is the registered office address.

ARTICLE II

Duration

The period of duration is perpetual.

ARTICLE III

Purposes

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is to promote the health, safety and welfare of the property owners of Parcels 1 through 6, inclusive, in **SUMMIT OAKS** as described in Declaration of Restrictions, Easements and Protective Covenants ("the Declaration") recorded in O.R. Book 676 at pages 806 through 812, inclusive, in the Public Records of Levy County, Florida, hereinafter referred to as "the Properties"; and for these purposes to:

- (a) operate and maintain Parcel A (as defined in the Declaration) and other common improvements, drainage facilities, ditches and easements, all for the benefit of the owners of the Properties; and
- (b) fix assessments (or charges) to be levied against the Properties and/or the owners of the Properties; and
- (c) enforce any and all covenants, restrictions and agreements applicable to the Properties; and review plans and specifications of proposed improvements whether they comply with the Declaration of Restrictions, Easements and Protective Covenants for Summit Oaks.
- (d) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the owners of the Properties.
- (e) maintain, repair, replace, operate, and care for real and personal property, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation of conservation areas, wetlands, and wetland mitigation areas which are owned or controlled by the association or the owners in common in a manner consistent with the permit issued by the Suwannee River Water Management District and the operation and maintenance plan attached thereto.
- (f) to make, amend, impose and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property.
- (g) to do and perform anything required by these articles, the bylaws, or the declaration to be done by the owner, but if not by the owner in a timely manner, at the expense of Owner.

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(h) to do and perform any obligations imposed upon the association by the declaration or by any permit or authorization from any unit of local, regional, state, or the federal government and to enforce by any legal means the provisions of these article, the bylaws and the declaration.

ARTICLE IV

Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest therein, to a parcel that is subject to assessment by this Association pursuant to the provision of the Declaration, (or amendments thereunder), is a member of this Association, including contract purchasers, but excluding all other persons who hold any interest in any parcel merely as security for the performance of an obligation. An owner of more than one parcel is entitled to one membership for each parcel owned. Membership is appurtenant to and may not be separate from ownership of the parcel that is subject to the provisions of the Declaration nor may membership be transferred other than by transfer of title to such parcel.

ARTICLE V

Voting Rights

Members, including the Declarants, are entitled to one vote for each parcel owned. If more than one person owns an interest in any parcel, all such persons are members; but there may be only one vote cast for such parcel. Such vote may be exercised as the owners determine among themselves; but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. The voting right pertaining to a parcel will be suspended so long as any assessments on that parcel remain delinquent. Annual meetings of the members can be called at the discretion of the Board of Directors or at the request of members entitled to cast one third (33 1/3%) of the total Association votes. Special meetings of the members can be called by the Board of Directors.

ARTICLE VI

Board of Directors

This Association's affairs shall be managed by a Board of Directors initially composed of three Directors, who need not be Association members. The Board of Directors, by majority vote, may adopt, amend and rescind Bylaws of the Association which are consistent with these Articles. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times must be an odd number of not less than three nor more than seven. The term of office for each Director shall expire at the adjournment of the annual meeting at which the Director's successor is selected. Any Director may succeed himself in office. All Directors are elected by secret written ballot at annual meetings called as provided in the Declaration. Each member may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Vacancies occurring between annual meetings can be filled by majority vote of the remaining directors.

The names and addresses of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JANET L. McDONALD	412 NE 16th Avenue Gainesville, FL 32601
DENNIS G. LEE	412 NE 16th Avenue Gainesville, FL 32601
LISA DAVIES	412 NE 16th Avenue Gainesville, FL 32601

The names and addresses of the initial officers of the Association are:

<u>NAME</u>	<u>ADDRESS</u>
JANET L. McDONALD President	412 NE 16th Avenue Gainesville, FL 32601
DENNIS G. LEE Vice President	412 NE 16th Avenue Gainesville, FL 32601
LISA DAVIES Secretary-Treasurer	412 NE 16th Avenue Gainesville, FL 32601

The initial officers of the Association shall serve until the first election held under the Articles of Incorporation.

ARTICLE VII Subscribers

The name and address of the Subscriber of the Association is:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS G. LEE	412 NE 16th Avenue Gainesville, FL 32601

ARTICLE VIII Dissolution

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of the Association's properties shall be effective to divest or diminish any right or title to any Member vested in him under the recorded covenants and restrictions applicable to the Properties unless made in accordance with the provisions of the covenants and restrictions.

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned by the association or the owners in common, will be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the Suwannee River Water Management District through modification of any and all permits or authorizations issued by the Suwannee Rive Water Management District. Such modification shall be made under the lawfully adopted rules of the Suwannee River Water Management district in effect at the time of application for such modification.

ARTICLE IX Bylaws and Amendment of Articles

Amendments to these Articles shall be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of eighty percent (80%) of the members. The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration. Amendments to articles or bylaws which directly or indirectly impact operation and maintenance of

the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the articles or bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE X

Voting Requirements

Section 1. Percentage Requirements. Unless the context expressly requires only the approval of those members present and voting, any provision of these Articles, the Declaration, any supplemental Declaration or the Bylaws that requires the approval of a specified percentage of membership requires the approval of those members entitled to cast the requisite percentage of the total votes eligible to be cast by the members.

Section 2. Extraordinary Action Approval. Any of the following Extraordinary Action must be approved by eighty percent (80%) of the members: (i) any mortgaging of this Association's property; (ii) any merger or consolidation of this Association; (iii) any dissolution of this Association and (iv) amending these Articles of Incorporation as provided in Article IX.

Section 3. Notice and Quorum Requirements. Written notice of any meeting of the members must be mailed by first class mail to all owners, or all affected owners, as the case may be, not less than thirty (30) days in advance of such meeting. The presence of members or proxies entitled to cast at least one-half (1/2) of the votes constitutes a quorum.

Section 4. Written Notice. Any action that may be taken at any membership meeting, including an Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice and without a vote if: (i) written consent, setting forth the action so taken, is signed by those owners entitled to exercise not less than the minimum numbers of votes necessary to authorize to take such action at a meeting; and (ii) within ten (10) days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 5. Certification. An instrument signed by any executive officer of this Association, and attested by this Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in this Article as to persons without actual knowledge to the contrary.

ARTICLE XI

Interpretation

Express reference is made hereby to the terms and provisions of the Declaration referred to Article III where necessary to interpret, construe and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the Incorporators/Subscribers intend its provisions to be consistent with the provisions of the Declaration, and all Supplemental Declarations, and to be interpreted, construed and applied with those of the Declaration, and any applicable Supplemental Declaration, to avoid inconsistencies or conflicting results. In the event of conflict, the terms of the Declaration, as amended, shall govern.

IN WITNESS WHEREOF, the undersigned Incorporators/Subscribers have executed these Articles of Incorporation, this 21st day of May, 1999.

Dennis G. Lee
DENNIS G. LEE, Subscriber

ATTEST:

Lisa Davies
LISA DAVIES, Secretary

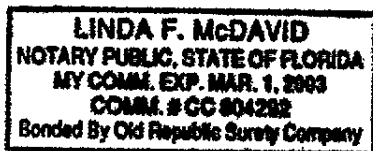
STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared DENNIS G. LEE, and LISA DAVIES as Subscriber and Secretary, respectively, of SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC., to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed such instrument.

WITNESS my hand and official seal this 21st day of May, 1999.

Linda F. McDavid
Linda F. McDavid
Notary Public, State of Florida.

(SEAL)




**CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

SUMMIT OAKS PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named **LISA DAVIES** as its registered agent to accept service of process within this state, who is located at the following registered office: 412 N.E. 16th Avenue, Gainesville, Florida 32601.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


LISA DAVIES
Registered Agent

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